

ORIGINAL

Before the
FEDERAL COMMUNICATIONS COMMISSION
 Washington, D.C. 20554

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In the Matter of Applications for Consent)
 to the Transfer of Control of Licenses and)
 Section 214 Authorizations from Ameritech)
 Corporation, Transferor, to SBC)
 Communications Inc., Transferee)

FEDERAL COMMUNICATIONS COMMISSION
 OFFICE OF THE SECRETARY

CC Docket No. 98-141

REPLY COMMENTS OF MCI WORLDCOM, INC.
CONCERNING POSSIBLE CONDITIONS

MCI WORLDCOM, Inc. ("MCI WorldCom") hereby submits its reply comments concerning the conditions proposed by SBC and Ameritech in connection with their merger. For the reasons previously stated in this proceeding, no set of conditions can effectively offset the substantial harm to competition that the proposed merger between SBC and Ameritech would cause, and the Commission should simply deny the applications. If, however, the Commission decides to grant conditional approval, the conditions should be substantially more stringent and enforceable than those proposed by SBC and Ameritech.

The most striking aspect of the comments filed on July 19 is that a broad range of commenters overwhelmingly oppose approval of the applications without, at a minimum, major changes to the proposed conditions. These commenters include consumer groups, state commissions, and battle-scarred veterans of the continuing struggles to enter SBC and Ameritech's monopoly local markets. Almost all of the commenters emphasize that the conditions are ambiguous, incomplete, insufficient, unduly complicated, difficult to enforce, and lacking adequate and self-executing remedies for non-compliance. Virtually every party that recognizes that the proposed merger would reduce competition agrees that the proposed

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conditions are wholly inadequate to permit SBC and Ameritech to carry their burden to prove that any transfer of control would advance the public interest.

Several commenters, including several state commissions, express concern that the proposal's lack of clear allocation of authority between the Commission and state commissions would interfere with state efforts to implement the Telecommunications Act of 1996 and procompetitive state laws. The Commission has plain legal authority to interpret and enforce conditions that it determines are necessary prerequisites for grant of the applications. Indeed, it would be a dereliction of duty for the Commission to abdicate its responsibility to ensure that SBC and Ameritech comply with conditions it determines are essential to justify grant of the applications. State commissions may also adopt supplemental and complementary market-opening measures under federal and state law. But merger-related conditions adopted by the Commission are directly and fully enforceable by the Commission itself, with appropriate consultation and coordination with state commissions.

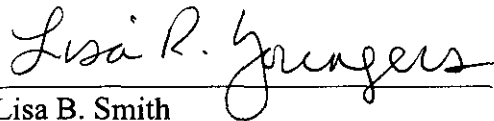
For all of these reasons, the Commission should deny the applications or at least substantially strengthen the conditions proposed by SBC and Ameritech.

Respectfully submitted,

MCI WORLDCOM, INC.

Anthony C. Epstein
STEPTOE & JOHNSON LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
(202) 429-8065

By:



Lisa B. Smith
Lisa R. Youngers
MCI WORLDCOM, INC.
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
(202) 887-2828

Dated: July 26, 1999

Certificate of Service

I, Lonzena Rogers, do hereby certify, that on this twenty-sixth day of July 1999, I caused to be served by first class United States Postal Service, a true copy of MCI WorldCom, Inc. Reply Comments Concerning Possible Conditions Proposed by SBC Communications, Inc. and Ameritech Corporation on the following:

Magalie Roman Salas *
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

William E. Kennard *
Chairman
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Susan Ness *
Commissioner
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Harold Furchtgott-Roth *
Commissioner
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Michael K. Powell *
Commissioner
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Gloria Tristani *
Commissioner
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Janice M. Myles *
Policy and Program Planning Division
Common Carrier Bureau
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

William A. Dever, Jr. *
Policy and Program Planning Division
Common Carrier Bureau
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Patrick Grant, Esq.
Counsel for SBC Communications
Arnold & Porter
555 Twelfth Street, NW
Washington, DC 20554

Antoinette Cook Bush, Esq.
Counsel for Ameritech Corporation
Skadden Arps Slate Meagher & Folm LLP
1440 New York Avenue, NW
Washington, DC 20554

Robert Atkinson *
Deputy Bureau Chief
Common Carrier Bureau
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Thomas Krattenmaker *
Office of Plans and Policy
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Stagg Newman *
Office of Plans and Policy
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Michelle M. Carey *
Common Carrier Bureau
Federal Communications Commission
445 Twelfth Street, SW
Room 5-C207
Washington, DC 20554

Michael H. Pryor *
Policy and Program Planning Division
Common Carrier Bureau
Federal Communications Commission
445 Twelfth Street, SW
Room 5-B145
Washington, DC 20554

Jake E. Jennings *
Policy and Program Planning Division
Common Carrier Bureau
Federal Communications Commission
445 Twelfth Street, SW
Room 5-C207
Washington, DC 20554

Michael Kende *
Policy and Program Planning Division
Common Carrier Bureau
445 Twelfth Street, SW
Room 5-C207
Washington, DC 20554

Craig D. Dingwall
Director
Sprint
State Regulatory Affairs/East
1850 M Street, NW
Suite 1110
Washington, DC 20036

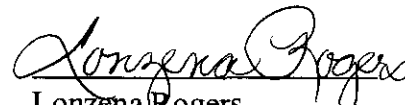
Betsy J. Brady
AT&T
1120 Twentieth Street, NW
Suite 1100
Washington, DC 20036

H. Russell Firsby, Jr.
CompTel
1900 M Street, NW
Suite 800
Washington, DC 20036-3508

Cathleen A. Massey
Nextlink Communications, Inc.
17390 Rhode Island Avenue, NW
Suite 1000
Washington, DC 20036

Mark Cooper
CFA
504 Highgate Terrace
Silver Spring, MD 20904

ITS, Inc. *
1231 Twentieth Street, NW
Washington, DC 20336


Lonzena Rogers

* DENOTES HAND DELIVERY